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ATTORNEYS AT LAW

18TH FLOOR PROVIDENT TOWER

ONE EAST FOURTH STREET

CINCINNATI, OHIO 45202

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September 8, 1981

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* ALSO ADMITTED TO
PRACTICE IN KENTUCKY
** LEAVE OF ABSENCE

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RECORDATION NO. 11652-4m Filed 1425

1-257A010

SEP 14 1981 - 10 25 AM No.

INTERSTATE COMMERCE COMMISSION

Date SEP 14 1981

Fee \$ 10.00

Wash. D. C.

Secretary of the Interstate
Commerce Commission
Washington, D. C. 20423

Dear Sir:

Enclosed for recordation pursuant to 49 U.S.C. 11303,
enclosed please find an original and two counterparts of
the following document:

(1) Instrument of Transfer by The Provident Bank to
Farmers and Merchants State and Savings Bank.

The names and addresses of the parties to this document
are as follows:

- (1) The Provident Bank
One East Fourth Street
Cincinnati, Ohio 45202
- (2) Farmers and Merchants State and Savings Bank
225 West Main Street
Montpelier, Ohio 43243

The equipment covered by the document consists of two
100-ton 52'6" gondola cars, having identifying marks of CAGY
13,000 and 13,049.

SEP 14 1981

RECORDATION NO. 11632-8 Filed 1425

SEP 14 1981 - 10 25 AM

INTERSTATE COMMERCE COMMISSION

INSTRUMENT OF TRANSFER

BY

THE PROVIDENT BANK

TO

FARMERS AND MERCHANTS STATE AND
SAVINGS BANK

DATED AS OF SEPTEMBER 3, 1981

(COVERING TWO 52'6" 100 TON GONDOLAS)

Filed and recorded with the Interstate Commerce Commission
pursuant to the Interstate Commerce Act on _____, 1981,
at _____, Recordation No. _____.

INSTRUMENT OF TRANSFER

This INSTRUMENT OF TRANSFER by THE PROVIDENT BANK, an Ohio banking corporation.

W I T N E S S E T H:

WHEREAS, on May 13, 1980, THE PROVIDENT BANK, Cincinnati, Ohio ("Provident") loaned to J. Lynn Brewbaker and Bonnie J. Brewbaker (the "Borrowers") the sum of Seventy-Four Thousand One Hundred Thirty-Five and 68/100 Dollars (\$74,135.68) (the "Loan") as evidenced by a promissory note dated May 13, 1980 (the "Note") and loan agreement dated as of May 5, 1980 (the "Loan Agreement"); and

WHEREAS, as security for the Loan, J. Lynn Brewbaker as the owner of Two 52'6" 100 Ton Gondolas, Numbered 13,000 and 13,049 (the "Units"), assigned and granted to Provident a security interest in the Units and any and all proceeds thereof pursuant to a Security Agreement dated as of May 5, 1980, filed and recorded with the ICC pursuant to the ICA on May 8, 1980 at 3:15 p.m., Recordation No. 11632-D (the "Security Agreement"); and

WHEREAS, as additional security for the Loan, J. Lynn Brewbaker assigned and transferred to Provident all of his right, title and interest in and to a certain Agency Agreement with Railway Freight Car Services, Inc. dated as of March 25, 1980, a certain Management Agreement with Columbus & Greenville Railway Company dated as of March 25, 1981, and other management agreements, operation and maintenance agreements, or any of the provisions therefore, together with all other rents, issues and profits derived or derivable from the Units (the "Assignment of Contract Rights and Rents"); and

WHEREAS, the Assignment of Contract Rights and Rents was filed and recorded with ICC pursuant to ICA on May 8, 1980 at 3:15 p.m. under Recordation No. 11632-F; and

WHEREAS, J. Lynn Brewbaker has determined to borrow certain money from Farmers and Merchants State and Savings Bank, Montpelier, Ohio ("Farmers") and to prepay the Loan; and

WHEREAS, Farmers has requested that Provident transfer and assign to Farmers all of its right, title and interest in and to the Security Agreement and Assignment of Contract Rights and Rents.